

EXHIBIT G

QUALIFIED COURT REPORTERS, INC.

Smith v Co/op Optical

Deposition of
Bernice Adams

January 25, 2011

Qualified Court Reporters, Inc.
21909 Chase Drive
Novi, Michigan 48375
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Bernice Adams

January 25, 2011

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1 Q.	Who is us?	1 Q.	Okay. When did you read that most recently?
2 A.	Co/op.	2 A.	Probably after we got it. I don't know exactly
3 Q.	Let me back up. I guess I didn't ask the question	3	when that was.
4	good enough. Have you ever been sued	4 Q.	Okay. So a few months ago probably?
5	individually, has anybody ever sued Bernice Adams	5 A.	Exactly. Probably.
6	before?	6 Q.	Okay. What's your understanding of the claims
7 A.	Yes.	7	that are being made in this case?
8 Q.	Okay. How long ago was that?	8 A.	You want to repeat that?
9 A.	Maybe eight years ago.	9 Q.	Sure. What's your understanding of the claims
10 Q.	Okay. What was that for, what was that about?	10	that are being made in this case?
11 A.	That I didn't take their case to arbitration.	11 A.	I'm not sure what you're referring to.
12 Q.	As a rep?	12 Q.	Okay. Do you know why Jackee is suing Co/op? Do
13 A.	What's that?	13	you know what she's alleging?
14 Q.	As a rep?	14 A.	Basically probably not.
15 A.	Yes.	15 Q.	Probably not?
16 Q.	Okay. Any other cases?	16 A.	Ugh-ugh.
17 A.	What was that?	17 Q.	You don't know?
18 Q.	Any other cases?	18 A.	I would say no.
19 A.	No.	19 Q.	You don't know?
20 Q.	Okay. Have you ever been a plaintiff in a case	20 A.	No.
21	before, has Bernice Adams ever sued somebody	21 Q.	Okay. Do you know why Jackee was terminated? I'm
22	else?	22	sorry. Was Jackee terminated from Co/op?
23 A.	No.	23 A.	Yes.
24 Q.	Are you currently taking any medications that	24 Q.	Do you know why?
25	would affect your ability to answer any of my		MS. CAULEY: Objection. She can speak for
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1	questions today?	1	her own reasons if she, in fact, voted in favor of
2 A.	No.	2	that. She can't know for every other person.
3 Q.	Have you discussed this case with anybody outside	3	Foundation. Go ahead.
4	of your attorneys?	4	THE WITNESS: Well, I will relate it to
5 A.	No.	5	you in the navy language.
6 Q.	What did you do to prepare for the deposition	6 Q.	(MR. YOUNG) Okay.
7 today?		7 A.	When a skipper loses control of the ship and their
8 A.	Just met with my attorney.	8	executives and their members, then that skipper is
9 Q.	Did you review any documents?	9	removed, so that's my analogy of this.
10 A.	A couple.	10 Q.	Did the navy have executives and members?
11 Q.	Which documents did you review?	11 A.	The navy has, if they have a ship, they have a
12 A.	I don't recall.	12	captain and it's the same differential.
13 Q.	Were they marked exhibits in this case, do you	13 Q.	Okay. Did you agree with the decision to
14 know?		14	terminate Jackee?
15 A.	I don't know.	15 A.	Yes, I did.
16 Q.	Were they out of this book?	16 Q.	Okay. Did you vote --
17 A.	They were out of it.	17 A.	Yes, I did.
18	MS. CAULEY: Okay.	18 Q.	-- in favor of termination?
19	THE WITNESS: Yes.	19	MS. CAULEY: Let him finish the question.
20	MR. YOUNG: And that book is the marked	20	THE WITNESS: Okay.
21	exhibits from this case?	21 Q.	(MR. YOUNG) That's okay. That's okay. Did you
22	MR. CAULEY: Yeah.	22	vote in favor of her termination?
23 Q.	(MR. YOUNG) Okay. Have you read the complaint in	23 A.	Yes.
24	this case?	24 Q.	Do you think Jackie should have been given another
25 A.	Yes.	25	chance as CEO?

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1 A.	No.	1 A.	She related to me that she was under pressure.
2 Q.	Do you know at the time that she was terminated whether or not she was on medical leave?	2 Q.	Okay. When did she do that?
3		3 A.	I'm not sure.
4 A.	I'm not sure.	4 Q.	Was it before she was terminated?
5 Q.	Did you ever hear anybody say that she was?	5 A.	Yes.
6 A.	I heard that rumor.	6 Q.	Was it before you learned that Co/op -- that she wanted Co/op to not contact her anymore?
7 Q.	Okay. Who did you hear that from?	7 A.	No.
8 A.	I don't recall.	9 Q.	It was after that?
9 Q.	Okay. Did somebody tell you that it was a rumor and not a fact or did somebody say, in fact, Jackee's on medical leave? Do you remember?	10 A.	It was before that.
10		11 Q.	Oh, it was before that. Okay. Was it in 2010?
11 A.	I believe we got a communication from her husband stating she was on a medical leave.	12 A.	I believe so.
12 Q.	Okay. And that was the first time you heard about it?	13 Q.	Okay. Did she give you any specific reason why she was under pressure?
13		14 A.	I don't recall.
14 A.	No.	15 Q.	Okay. What did you say in response? How did you respond to her statement about being under pressure? Do you remember?
15 Q.	Okay. When was the first time you heard about it?	16 A.	No.
16 A.	I don't recall.	20 Q.	Were you aware of any efforts by Mr. Winiarski or Mr. Benson to force Jackee out of the company?
17 Q.	Before that, though, before the communication about contacting her while she was on leave?	21 A.	I'm not sure of an intent.
18 A.	No. After. I believe after.	23 Q.	Okay. Are you aware of any efforts, I understand you can't tell me what their intent was, but did you observe anything that would lead you to
19 Q.	Well, you just said it was before. Sorry.	25	
20 A.	MS. CAULEY: Are you confused?		
21	THE WITNESS: Yeah.		
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1 Q.	(MR. YOUNG) That's okay. I'll re-ask it. I'll clarify. You said Co/op had a communication not to contact Jackee while she was on leave; right?	1	believe that Mr. Winiarski or Mr. Benson was trying to force Jackee out of the company?
2		2	MS. CAULEY: Well, that's asking the same
3 A.	Right.	3	thing. It's asking the intent.
4 Q.	Was that the first time that you learned about her medical leave or did you learn about it sometime before that?	4	MR. YOUNG: I'm asking what she observed.
5 A.	I had heard rumors before that, but it was not confirmed so --	5	(MR. YOUNG) Did you observe any actions on the part of either one of those?
6 Q.	Okay. Got it. And you don't recall who you heard those rumors from before --	6	MS. CAULEY: But that goes to intent.
7		7	MR. YOUNG: I'm asking what she observed.
8 A.	No, I don't.	8	That's all.
9 Q.	Okay. How well was Jackee performing her job in late 2009, early 2010?	9	MS. CAULEY: If you can answer. If not, tell him.
10 A.	Not very well in 2010.	10	THE WITNESS: I don't believe that the intent was to force her out of the company.
11 Q.	Okay. What about 2009?	11	(MR. YOUNG) Okay. We just talked about you can't testify as to their intent.
12 A.	I don't know about 2009.	12	17 A. Well --
13 Q.	Okay. Just based on your personal life experience did you ever observe Jackee to be stressed out or under undue pressure at work?	13	18 Q. I'm just asking what you observed. If you didn't observe anything, that's fine.
14 A.	I think she was under pressure.	14	20 MS. CAULEY: Counsel, you're arguing with her now. She answered the question. Ask another question.
15 Q.	When do you think she was under pressure? Is it late 2009, early 2010, that general time frame?	15	21 22 23 Q. (MR. YOUNG) Is your answer no?
16 A.	2010.	24	25 MS. CAULEY: That was not her answer. Your answer is on the record. Ask another
17 Q.	Okay. Why do you think she was under pressure?		

5 (Pages 14 to 17)

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1	EXAMINATION		
2	BY MS. CAULEY:		
3	Q. Do you recall a meeting on February 23rd where it	1 A.	Some of the things that she did and was instructed
4	was a board meeting at Co/op and people from OFIR	2 by the board not to do and she took it upon	
5	were there?	3 herself to do anyway in defiance to the board's	
6	A. Yes.	4 recommendation.	
7	Q. Okay. Do you recall Jackee Smith making some	5 Q.	Was one of those instructions not to fire Ted
8	statements about some of the concerns that had	6 Winiarski?	
9	been raised about her?	7 A.	Yes.
10	A. Yes.	8 Q.	And did she fire him anyway?
11	Q. And did you have any concerns about the way in	9 A.	Yes.
12	which she handled that?	10 Q.	Did you have any -- did you ever learn that Jackee
13	A. Yes.	11	was requesting or was about to request bonuses for
14	Q. What were your concerns?	12	the executive staff in '09?
15	A. My concerns were watching the people from OFIR as	13 A.	Yes.
16	to their body language, kind of told me that they	14 Q.	Did you have concerns about that?
17	were not impressed with what they were hearing.	15 A.	Yes.
18	In fact, they were kind of, I guess you would call	16 Q.	What were those concerns?
19	it, disgusted or something to that effect. That	17 A.	My concerns were I had over the weekend received a
20	was my impression.	18	letter in response to the company's questions from
21	Q. Okay. Do you think, other than viewing what you	19	OFIR and it dawned on me that we were in -- we
22	think OFIR was -- how they were reacting, did you	20	were in trouble and at that point you do not ask
23	have any problems with her doing what she did?	21	for raises and I met with Jackee and I told her I
24	A. Yes.	22	was not going to vote for any raises and I was
25	Q. What was that?	23	going to vote against them.
		24	Was it the amount of the raise that you were
		25	concerned with or just the fact that she was
	Page 47		Page 49
1	A. Prior to this meeting Jackee was advised by the	1	looking at raises?
2	board to make a statement concerning the matters	2	A. It was the amount and the fact.
3	that they were requesting, just a couple sentences	3	Q. Well, do you know what the amount was?
4	about everything and she had a sheaf of papers and	4	A. The amounts were negligible. They were not very
5	she went through them one by one and kind of read	5	high.
6	off a big responses to every question.	6	Q. Okay. But you still didn't think there should be
7	Q. Okay. And you saw her reading something?	7	any bonuses?
8	A. Yes.	8	A. No.
9	Q. And in that read through did Miss Smith make any	9	Q. Okay. Well, first of all, who's -- who had the
10	criticisms about any other -- or any executive	10	authority at Co/op, if you know, and this is going
11	staff members?	11	to be kind of a two-part question and then you can
12	A. Yes.	12	answer it separately, but I want to just be clear,
13	Q. Who?	13	to set the wages of the CEO and who had the
14	A. Ted.	14	authority to set the wages of other executive
15	Q. And was Ted at that meeting?	15	staff?.
16	A. I don't believe so.	16	A. The CEO was done by the committee that's in charge
17	Q. Okay. You're not sure?	17	of -- the compensation committee.
18	A. I'm not sure.	18	Q. Okay.
19	Q. Okay. Did you consider that Jackee had exhibited	19	A. Okay. The other members are done by the CEO.
20	poor judgment in the way in which she handled	20	Q. Okay. All right. So did the board or a
21	that?	21	committee, the compensation committee, go to
22	A. Yes.	22	Mr. Winiarski or Mr. Edwards and say, you know, do
23	Q. Did you have any other concerns about poor	23	you want to reduce your salary and if so, how much
24	judgment exhibited by Jackee in the '09, early '10	24	or did they -- how did that happen?
25	period?	25	A. They initiated it to the board.

13 (Pages 46 to 49)